

EXHIBIT A

TO REGISTRATION STATEMENT

*Under the Foreign Agents Registration Act of 1938, as amended*

*Furnish this exhibit for EACH foreign principal listed in an initial statement  
and for EACH additional foreign principal acquired subsequently.*

1. Name and address of registrant DEVELOPMENT COUNSELLORS' INTL. LTD. 733 Third Avenue - Suite 2100, New York, N. Y. 10017		2. Registration No. 1421
3. Name of foreign principal INDUSTRIAL ENTERPRISES INC. Prince Edward Island, Canada C1E 1B0	4. Principal address of foreign principal West Royalty Industrial Park P.E.I., Canada C1E 1B0	

5. Indicate whether your foreign principal is one of the following type:

☒ Foreign government

☐ Foreign political party

☐ Foreign or ☐ domestic organization: If either, check one of the following:

☐ Partnership

☐ Committee

☐ Corporation

☐ Voluntary group

☐ Association

☐ Other (specify) \_\_\_\_\_

☐ Individual - State his nationality \_\_\_\_\_

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant.

As above

b) Name and title of official with whom registrant deals.

Mr. R. E. Grose, General Manager

7. If the foreign principal is a foreign political party, state:

a) Principal address

NOT APPLICABLE

b) Name and title of official with whom the registrant deals.

c) Principal aim

8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

NOT APPLICABLE

b) Is this foreign principal

- Owned by a foreign government, foreign political party, or other foreign principal . . . . Yes ☐ No ☐
- Directed by a foreign government, foreign political party, or other foreign principal . . . Yes ☐ No ☐
- Controlled by a foreign government, foreign political party, or other foreign principal . . Yes ☐ No ☐
- Financed by a foreign government, foreign political party, or other foreign principal . . . Yes ☐ No ☐
- Subsidized in whole by a foreign government, foreign political party, or other foreign principal . . . . . Yes ☐ No ☐
- Subsidized in part by a foreign government, foreign political party, or other foreign principal . . . . . Yes ☐ No ☐


N/A

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

NOT APPLICABLE

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

NOT APPLICABLE

Date of Exhibit A February 28, 1978	Name and Title Ted M. Levine, President	Signature 
--	--	--

UNITED STATES DEPARTMENT OF JUSTICE  
Washington, D.C. 20530

EXHIBIT B

TO REGISTRATION STATEMENT  
Under the Foreign Agents Registration Act  
of 1938, as amended

RECEIVED  
DEPARTMENT OF JUSTICE  
MAR 10 3 35 PM '78  
REGISTRATION  
CRIMINAL DIVISION

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant	Name of Foreign Principal
DEVELOPMENT COUNSELLORS INTL. LTD.	INDUSTRIAL ENTERPRISES INC. Prince Edward Island, Canada

Check Appropriate Boxes:

- ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
- ☒ There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- ☐ The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

4. Describe fully the nature and method of performance of the above indicated agreement or understanding.

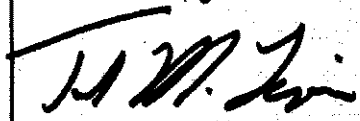
See attached letters - (3) - August 8/77, August 18/77, and  
January 9/78.

5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

All such details are in attached letters.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?<sup>1/</sup> Yes ☐ No ☒

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Date of Exhibit B	Name and Title	Signature
February 28, 1978	Ted M. Levine, Pres.	

<sup>1/</sup> Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

JK  
DEVELOPMENT COUNSELLORS INT'L. LTD.  
SUITE 2100, 733 THIRD AVENUE  
NEW YORK, N. Y. 10017

January 9, 1978

Rex Grose  
General Manager  
Industrial Enterprises, Inc.  
West Royalty Industrial Park  
Charlottetown, P.E.I., C1E 1B0  
Canada

Dear Rex:

I wanted to confirm the results of our January 9 phone talk as follows:

- (1) You will be in Europe from January 20 to February 9, and we will not plan any press visitations to PEI during that period.
- (2) We are also going to postpone for the time being the planned March 9 visit to New York and put our continued emphasis upon direct visitations and on-the-spot editorial inspection.
- (3) We will continue, as you proposed, on the current program along the lines already set down for the balance of calendar 1978 at a monthly fee of \$2,000 and no additional out-of-pocket expenses.

Know we'll be talking again soon.

Sincerely,

Ted M. Levine

# INDUSTRIAL ENTERPRISES INCORPORATED

WEST ROYALTY INDUSTRIAL PARK, CHARLOTTETOWN, P.E.I., CANADA C1E 1B0

OFFICE  
OF THE  
GENERAL MANAGER

TELEPHONE  
902-892-3551  
TELEX 014-44109

SEP 19 1977

August 18, 1977

R. E. Grose  
General Manager  
Industrial Enterprises Incorporated  
West Royalty Industrial Park  
Charlottetown, P.E.I., Canada C1E 1B0

Dear Rex:

I am writing following your August 8 letter to us retaining our firm on a six month basis and also my long telephone talk with you on August 18. Let me swiftly sum up:

- (1) First, DCI is delighted to work with you on what appears to be a most unusual and projectible enterprise. As you point out in your letter, our six month period commences August 15, 1977 and terminates February 15, 1978. Our bill for monthly services at \$2,000 will be submitted at the end of each month, August 1977 through February 1978 inclusive for a total of \$12,000 (U.S.) Exp. NR
- (2) As a next step you are going to be sending us as immediately as feasible all written and descriptive material on Industrial Enterprises Inc.; as well as your own rough thoughts on what this project is, where it is aimed and what it means to Canada and especially to potential investors.
- (3) In our turn, Frank Knight, our creative director, and I plan to be up on a direct inspection trip in early September. Specifically, we plan to arrive at 10:20 p.m. on Tuesday, September 6, stay with you the entire day of Wednesday, September 7, and to leave Charlottetown via Eastern Provincial at 6:25 p.m. on the evening of September 7.

Think we collectively have a most exciting promotion program before us, and I think all of us will enjoy working with you in the six months to come.

Sincerely,

# INDUSTRIAL ENTERPRISES INCORPORATED

WEST ROYALTY INDUSTRIAL PARK, CHARLOTTETOWN, P.E.I., CANADA C1E 1B0

OFFICE  
OF THE  
GENERAL MANAGER

TELEPHONE  
902-892-3551  
TELEX 014-44109

August 8, 1977.

Mr. Ted Levine,  
President,  
Development Counsellors International Ltd.,  
733 Third Avenue,  
New York, N.Y. 10017.

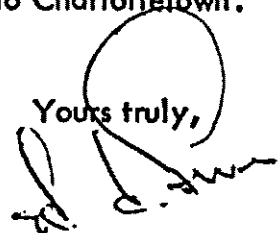
RECEIVED  
DEPARTMENT OF JUSTICE  
MAR 10 3 58 AM '78  
REGISTRATION UNIT  
CRIMINAL DIVISION

Dear Mr. Levine:

Thank you very much for your letter dated July 29, 1977.  
I am writing to confirm that effective August 15, 1977 we are  
retaining your firm for a six month period for a special program  
of editorial placement for an all inclusive fee of \$2,000 per month.

I would like to suggest you come to Prince Edward Island  
during the week of August 29th. At that time I will have prepared  
some background data for your information. We could also agree  
when I should go to New York if we feel this is necessary. Personally  
I would prefer one or two writers come to Charlottetown.

Yours truly,



R.E. Grose,  
General Manager.

REG/sc